

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
		Chapter 11
In re:	:	
		Case No. 08-13555 (JMP)
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>	:	
	:	
Debtors.	:	
	X	
LEHMAN BROTHERS SPECIAL FINANCING INC.	:	
	:	
Plaintiff,	:	
	:	
– against –	:	Adversary Proceeding No.: 10-03547 (JMP)
BANK OF AMERICA NATIONAL ASSOCIATION,	:	
THE BANK OF NEW YORK MELLON NATIONAL	:	
ASSOCIATION, BNY CORPORATE TRUSTEE	:	
SERVICES LTD., CITIBANK, N.A., DEUTSCHE BANK	:	
TRUST COMPANY AMERICAS, U.S. BANK	:	
NATIONAL ASSOCIATION, U.S. BANK TRUST	:	
NATIONAL ASSOCIATION, WELLS FARGO BANK	:	
NATIONAL ASSOCIATION,	:	
	:	
Trustee Defendants,	:	
	:	
– and –	:	
	:	
801 GRAND CDO SPC, f/a/o THE SERIES 2006-1, as	:	
Issuer, 801 GRAND CDO SERIES 2006-1 LLC, as	:	
Co-issuer, 801 GRAND CDO SPC, f/a/o THE SERIES	:	
2006-2, as Issuer, 801 GRAND CDO SERIES 2006-2	:	
LLC, as Co-issuer, ALTA CDO SPC, f/a/o THE SERIES	:	
2007-1 SEGREGATED PORTFOLIO, as Issuer, ALTA	:	
CDO LLC, FOR SERIES 2007-1, as Co-issuer, ALTA	:	
CDO SPC, f/a/o THE SERIES 2007-2 SEGREGATED	:	
PORTFOLIO, as Issuer, ALTA CDO LLC, FOR SERIES	:	
2007-2, as Co-issuer, BARTON SPRINGS CDO SPC, f/a/o:	:	
THE SERIES 2005-1 SEGREGATED PORTFOLIO, as	:	
Issuer, BARTON SPRINGS CDO SERIES 2005-1 LLC, as:	:	
Co-Issuer, BARTON SPRINGS CDO SPC, f/a/o THE	:	
SERIES 2005-2 SEGREGATED PORTFOLIO, as Issuer,	:	
BARTON SPRINGS CDO SERIES 2005-2 LLC, as Co-	:	
issuer, BLUE POINT CDO SPC, f/a/o THE SERIES 2005-	:	

1 SEGREGATED PORTFOLIO, as Issuer, BLUE POINT
CDO SERIES 2005-1 LLC, as Co-issuer, BLUE POINT :
CDO SPC, f/a/o THE SERIES 2005-2 SEGREGATED
PORTFOLIO, as Issuer, BLUE POINT CDO SERIES :
2005-2 LLC, as Co-issuer, CHERRY HILL CDO SPC,
f/a/o THE SERIES 2007-1 SEGREGATED PORTFOLIO, :
as Issuer, CHERRY HILL CDO LLC THE SERIES 2007-
1, as Co-issuer, CHERRY HILL CDO SPC, f/a/o THE :
SERIES 2007-2 SEGREGATED PORTFOLIO, as Issuer,
CHERRY HILL CDO LLC FOR SERIES 2007-2, as Co- :
issuer, COPPER CREEK CDO SPC, f/a/o SERIES 2007-1
SEGREGATED PORTFOLIO, as Issuer, COPPER :
CREEK CDO LLC, as Co-issuer, CROWN CITY CDO
2005-1 LIMITED, as Issuer, CROWN CITY CDO 2005-1 :
LLC, as Co-Issuer, CROWN CITY CDO 2005-2
LIMITED, as Issuer, CROWN CITY CDO 2005-2 LLC, :
AS CO-ISSUER, FREEDOM PARK CDO SERIES 2005-1
LIMITED, as Issuer, FREEDOM PARK CDO SERIES :
2005-1 LLC, as Co-issuer, FULLERTON DRIVE CDO
LIMITED, as Issuer, FULLERTON DRIVE CDO LLC, as :
Co-issuer, GREYSTONE CDO SPC, f/a/o THE SERIES
2006-1 SEGREGATED PORTFOLIO, as Issuer, :
GREYSTONE CDO SERIES 2006-1 LLC, as Co-issuer,
GREYSTONE CDO SPC, f/a/o THE SERIES 2006-2 :
SEGREGATED PORTFOLIO, as Issuer, GREYSTONE
CDO SERIES 2006-2 LLC, as Co-issuer, JEFFERSON :
VALLEY CDO SPC, f/a/o THE SERIES 2006-1
SEGREGATED PORTFOLIO, as Issuer, JEFFERSON :
VALLEY CDO SERIES 2006-1 LLC, as Co-Issuer,
KINGS RIVER LIMITED, as Issuer, KINGS RIVER LLC, :
as Co-issuer, LAKEVIEW CDO SPC, f/a/o THE SERIES
2007-1 SEGREGATED PORTFOLIO, as Issuer, :
LAKEVIEW CDO LLC SERIES 2007-1, as Co-issuer,
LAKEVIEW CDO SPC, f/a/o THE SERIES 2007-2 :
SEGREGATED PORTFOLIO, as Issuer, LAKEVIEW
CDO LLC, f/a/o THE SERIES 2007-2 SEGREGATED :
PORTFOLIO, as Co-issuer, LAKEVIEW CDO SPC, f/a/o :
THE SERIES 2007-3 SEGREGATED PORTFOLIO, as
Issuer, LAKEVIEW CDO LLC, f/a/o THE SERIES 2007-3 :
SEGREGATED PORTFOLIO, as Co-issuer, PANTERA
VIVE CDO SPC, f/a/o THE SERIES 2007-1, as Issuer, :
PANTERA VIVE CDO LLC, as Co-issuer, PEBBLE
CREEK LCDO 2007-2, LTD., as Issuer, PEBBLE CREEK :
LCDO 2007-2, LLC, as Co-issuer, PENN'S LANDING
CDO SPC, f/a/o THE SERIES 2007-1 SEGREGATED :
PORTFOLIO, as Issuer, PENN'S LANDING CDO LLC,

as Co-issuer, PHOENIX 2002-1 LIMITED, as Issuer, :
 PHOENIX 2002-1 LLC, as Co-issuer, PHOENIX 2002-2 :
 LIMITED, as Issuer, PYXIS ABS CDO 2007-1 LTD., as :
 Issuer, PYXIS ABS CDO 2007-1 LLC, as Co-issuer, :
 QUARTZ FINANCE PLC, as Issuer, RESTRUCTURED :
 ASSET CERTIFICATES WITH ENHANCED RETURNS, :
 SERIES 2005-19-C TRUST, RESTRUCTURED ASSET :
 CERTIFICATES WITH ENHANCED RETURNS, :
 SERIES 2005-21-C TRUST, RESTRUCTURED ASSET :
 CERTIFICATES WITH ENHANCED RETURNS, :
 SERIES 2006-1-C TRUST, RESTRUCTURED ASSET :
 CERTIFICATES WITH ENHANCED RETURNS, :
 SERIES 2007-4-C TRUST, RAACLC TRUST, SERIES :
 2003-A, RUBY FINANCE PLC, f/a/o THE SERIES 2005- :
 1, as Issuer, RUBY FINANCE PLC, f/a/o THE SERIES :
 2006-4, as Issuer, RUBY FINANCE PLC, f/a/o THE :
 SERIES 2007-1, as Issuer, SECURITIZED PRODUCT OF :
 RESTRUCTURED COLLATERAL LIMITED SPC, f/a/o :
 THE SERIES 2007-1 FEDERATION A-1 SEGREGATED :
 PORTFOLIO, as Issuer, SECURITIZED PRODUCT OF :
 RESTRUCTURED COLLATERAL LIMITED SPC, f/a/o :
 THE SERIES 2007-1 FEDERATION A-2 SEGREGATED :
 PORTFOLIO, as Issuer, SOLAR V CDO SPC, f/a/o THE :
 SERIES 2007-1 SEGREGATED PORTFOLIO, as Issuer, :
 SOLAR V CDO LLC, as Co-issuer, STOWE CDO SPC, :
 f/a/o THE SERIES 2006-1 SEGREGATED PORTFOLIO, :
 as Issuer, STOWE CDO SERIES 2006-1 LLC, as Co- :
 issuer, STOWE CDO SPC, f/a/o THE SERIES 2008-2A :
 SEGREGATED PORTFOLIO, as Issuer, STOWE CDO :
 LLC, as Co-Issuer, SUNSET PARK CDO LIMITED SPC, :
 f/a/o THE SERIES 2005-5 SEGREGATED PORTFOLIO, :
 as Issuer, SUNSET PARK CDO SERIES 2005-5 LLC, as :
 Co-issuer, SUNSET PARK CDO SERIES 2005-6 :
 LIMITED, as Issuer, SUNSET PARK CDO SERIES 2005- :
 6 LLC, as Co-issuer, SECURITIZED PRODUCT OF :
 RESTRUCTURED COLLATERAL LIMITED SPC, f/a/o :
 THE SERIES 2007-1 TABXSPOKE (07-1 40-100) :
 SEGREGATED PORTFOLIO, as Issuer, SERIES 2007-1 :
 TABXSPOKE (07-1 40-100) LLC, as Co-issuer, :
 TAVARES SQUARE CDO LIMITED, as Issuer, :
 TAVARES SQUARE CDO LLC, as Co-issuer, TAYLOR :
 CREEK LIMITED, as Issuer, TAYLOR CREEK LLC, as :
 Co-issuer, VOX PLACE CDO LIMITED, as Issuer, VOX :
 PLACE CDO LLC, as Co-issuer, :

Issuer Defendants,

– and –

AC CAPITAL PARTNERS LTD., ACA FINANCIAL
GUARANTY CORPORATION, ASTERI GROUP LTD.,
BABSON CAPITAL MANAGEMENT, BANCO
CREDITO DEL PERU, BANK OF CHINA, THE BANK
OF FUKUOKA, LTD., BARCLAYS BANK PLC, BASIS
YIELD ALPHA CAPITAL, BASIS CAPITAL PTY
LIMITED, BLUE CROSS BLUE SHIELD, BEAR
STEARNS ASSET MANAGEMENT, BENEFICIAL LIFE:
INSURANCE CO., BLACKROCK, INC., CALYON NEW
YORK, CANADIAN IMPERIAL BANK OF
COMMERCE, CENTRAL REINSURANCE CORP.,
CHEYNE CAPITAL MANAGEMENT (UK) LLP,
CITIGROUP ALTERNATIVE INVESTMENTS LLC,
CSFB ALTERNATIVE CAPITAL I, CSFB CDO-CITI,
THE DAEGU BANK, LTD., DELAWARE
INVESTMENT ADVISORS INC., DELAWARE
MANAGEMENT BUSINESS TRUST, DELPHI
FINANCIAL GROUP, INC., DEXIA, EDISON
INTERNATIONAL, ELLIOT ASSOCIATES, L.P.,
EQUITY GROUP, INC., ETHIAS SA, FAR GLORY LIFE:
INSURANCE CO., LTD., FAXTOR SECURITIES BV,
GARADDEX INC., GARLAND INVESTMENT
MANAGEMENT INC., GATEX PROPERTIES INC.,
GOLDMAN SACHS US MORTGAGES SAI FUND,
GORDON RAUSSER, GORDON RAUSSER (DEFINED
BENEFIT PENSION PLAN), GORDON RAUSSER
(IRA), KUO HUA LIFE INSURANCE, LTD., IKB
DEUTSCHE INDUSTRIEBANK, INTERNATIONAL
BANK OF TAIPEI, IRON FINANCIAL, JA HOKKAIDO
SHINREN, KOREA'S NATIONAL AGRICULTURAL
COOPERATIVE FEDERATION, MAGNETAR
CAPITAL, MBIA CAPITAL MANAGEMENT
CORPORATION, MKP CAPITAL MANAGEMENT
LLC, MODERN WOODMEN, MONEYGRAM USA,
THE OCEANIC HEDGE FUND, OHIO PUBLIC
EMPLOYEE RETIREMENT SYSTEM, OMICRON
INVESTMENT MANAGEMENT GMBH (f/k/a UNIQA
ALTERNATIVE INVESTMENTS GMBH), PB CAPITAL:
CORPORATION, PRINCETON ADVISORY GROUP,
INC., PRINCIPAL GLOBAL INVESTORS, (EUROPE)
LIMITED, PRINCIPAL GLOBAL INVESTORS,
RABOBANK INTERNATIONAL NEW YORK
BRANCH, RABOBANK GROUP, RGA LLC,

ROTHSCHILD ASSET MANAGEMENT INC., SENECA :
CAPITAL MANAGEMENT LLC, SENTINEL
MANAGEMENT GROUP INC., SHIELD SECURITIES, :
SHING KONG LIFE INSURANCE CO., LTD.,
SHINGKONG INSURANCE CO. LTD., SHINHAN :
BANK, SOUTHERN MISSOURI BANCORP, INC.,
SOCIETE GENERALE, STONE TOWER, :
SUSQUAHANA BANK, SWISS LIFE LTD., TAIWAN
LIFE, TOM DEPPING, TRAVELERS EXPRESS :
COMPANY INC., TRUST CO. OF THE WEST INC.,
UNION INVESTMENT GROUP, UNIQA :
ALTERNATIVE INVESTMENTS, VANDERBILT
CAPITAL ADVISORS, VERITAS CAPITAL, WELLS :
FARGO, NATIONAL ASSOCIATION, ZAIS GROUP,
LLC, ZAIS INVESTMENT GRADE LTD., Individually :
and as Representatives of all others similarly situated,

Noteholder Defendants. :
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**STIPULATION, AGREEMENT AND ORDER UNDER BANKRUPTCY RULE 7041
AMONG LEHMAN BROTHERS SPECIAL FINANCING INC.,
RUBY FINANCE PLC, NATEUS LIFE NV, and ETHIAS SA**

TO THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Special Financing Inc. (“LBSF”), Ruby Finance PLC (the
“Issuer”), BNY Mellon Corporate Trustee Services Limited (named in the Amended Complaint,
dated October 1, 2010, as “BNY Corporate Trustee Services Limited”) (the “Trustee”), Nateus
Life NV (“Nateus”), and Ethias SA (“Ethias,” and with Nateus, the “Class A-1 Noteholder,” and
the Class A-1 Noteholder collectively with the Trustee, the Issuer, LBSF, the “Parties”), hereby
enter into this Stipulation, Agreement and Order under Rule 7041 of the Federal Rules of
Bankruptcy Procedure (the “Bankruptcy Rules”) and represent and agree as follows:

RECITALS

A. Commencing on September 15, 2008 and periodically thereafter, Lehman Brothers Holdings Inc. (“LBHI”) and certain of its subsidiaries including LBSF (collectively, the “Debtors”) commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

B. By Order dated December 16, 2008, the Court entered an order pursuant to Sections 105 and 365 of the Bankruptcy Code to establish procedures for the settlement or assumption and assignment of prepetition derivative contracts (the “December Order”).

C. Dante Finance Public Limited Company (“Dante”) and the Trustee are parties to a principal trust deed dated October 10, 2002, as amended and restated from time to time, to which the Issuer has acceded pursuant to a deed of accession dated 22 July 2005 (the “Accession Deed”) establishing a programme for the issuance from time to time of secured notes (the principal trust deed dated October 10, 2002, as amended and restated from time to time, as acceded to by the Issuer pursuant to the Accession Deed, the “Principal Trust Deed”). Pursuant to clause 2.7 of the Principal Trust Deed, the Issuer has authorised and issued its Series 2005-1 Class A1 EUR 1,000,000 Leveraged Super Senior Tranche Notes due 2010 (ISIN: XS0227714424) (the “Notes”) constituted and secured by a supplemental trust deed.

D. LBSF and the Issuer entered into a swap transaction governed by an ISDA Master Agreement and Schedule to the ISDA Master Agreement dated as of October 10, 2002, as amended and restated (the “Master Agreement”) between LBSF and Dante to which the Issuer has acceded under the Accession Deed.

E. LBSF and the Issuer entered into a transaction pursuant to the Master Agreement relating to the Notes with an effective date of August 18, 2005 (the “Swap Transaction”) as

evidenced by a confirmation dated August 18, 2005 (the “Confirmation,” and together with the Master Agreement insofar as it is incorporated into the Confirmation, the “Swap Documents”).

F. On September 14, 2010, LBSF filed the above-captioned adversary proceeding (the “Adversary Proceeding”), asserting certain causes of action against, among others, the Issuer, as issuer of the Notes, and the Trustee, as trustee in respect of the Notes.

G. Notwithstanding the terms of the Swap Documents, LBSF and the Issuer have agreed to a settlement of the Swap Transaction effected in accordance with the December Order, and in connection therewith all claims of LBSF related solely and expressly to the Notes asserted in the Adversary Proceeding will be dismissed as set forth below.

IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

1. The recitals set forth above are incorporated as if fully set forth herein.
2. This Stipulation, Agreement and Order shall not become effective unless and until it is “so ordered” by the Court.
3. Upon the Court’s approval of this Stipulation, Agreement and Order, LBSF’s claims in the Adversary Proceeding shall thereby be dismissed with prejudice under Bankruptcy Rule 7041 against (i) the Issuer solely as issuer of the Notes, (ii) the Trustee solely in respect of the Notes, and (iii) the Class A-1 Noteholder and any other affiliated entities that may be members of the Noteholder Class as defined in the October 1, 2010 Amended Complaint, solely in respect of the Notes.
4. For the avoidance of doubt, this Stipulation is intended to dismiss causes of action in the Amended Complaint that have been asserted against the Issuer, the Trustee and/or the Class A-1 Noteholder (and any entity affiliated therewith that may be a member of the Noteholder Class as defined in the Amended Complaint) only to the extent those causes of action

relate to or are in respect of the Notes. Nothing herein shall be construed as a dismissal of the causes of action in the Amended Complaint that have been asserted against the Issuer or the Trustee or the Class A-1 Noteholder insofar as they relate to or are in respect of securities other than the Notes.

5. This Stipulation, Agreement and Order may not be modified other than by a signed writing executed by the Parties hereto or by further order of the Court.

6. Each person who executes this Stipulation, Agreement and Order represents that he or she has the authority to execute this document on behalf of the Party for which he or she is signing.

7. This Stipulation, Agreement and Order may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation, Agreement and Order to present any copy, copies or facsimiles signed by the party hereto to be charged.

8. The Court shall retain jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation, Agreement and Order.

Dated: March 23, 2011

AGREED:

**LEHMAN BROTHERS SPECIAL
FINANCING INC. (as “LBSF”)**

RUBY FINANCE PLC (as the “Issuer”)

By: /s/ Daniel Ehrmann

By: /s/ Daniel McGing

Vice President

Director

**BNY MELLON CORPORATE TRUSTEE
SERVICES LIMITED (as the “Trustee”)**

**NATEUS LIFE NV (for itself and any
affiliated entity that may be a member of the
Noteholder Class, as defined in the Amended
Complaint)**

By: /s/ Sanjay Jobanputra

By: /s/ Frank Jeusette

Authorised Signatory

Director

By: /s/ Benoît Verwilghen

Director

**ETHIAS SA (for itself and any as affiliated
entity that may be a member of the
Noteholder Class, as defined in the Amended
Complaint)**

By: /s/ Benoît Verwilghen

CFO

By: /s/ Alain Delatte

Finance Director

SO ORDERED:

Dated: New York, New York
March 15, 2012

s/ James M. Peck
HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE